

EXHIBIT B

CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART & OLSTEIN

COUNSELLORS AT LAW

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ROSELAND, N.J. 07068-1739
(973) 994-1700

W.R. GRACE & COMPANY

Client No. 734680
INVOICE NO. 16743

August 16, 2002

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07/29/02	MEF	Review decision regarding ten summary judgment motions	.80	172.00
07/29/02	JAN	Telephone call with Kim Campbell regarding payment of pro hac vice fees	.30	48.00
07/30/02	JMA	Phone - B. Corcoran; revise memo re: development issues	1.00	325.00
07/30/02	JAN	Receipt and review of pro hac vice fees; draft letter to Lawyers' Fund regarding payment of Rick Wallace and Bill Hughes	.40	64.00
07/31/02	MEF	Review P. Chapman email and PowerPoint presentation	.60	129.00
07/31/02	MEF	Prepare second quarterly fee application papers (4/1/02 - 6/30/02)	2.90	623.50

Total Fees:

27,055.50

Disbursements

07/31/02	Messenger	64.21
07/31/02	Photocopies	80.50
07/31/02	Faxes	30.00
07/31/02	Telephone	45.93
07/31/02	Additional Staff Time	40.33
07/31/02	Computer Searches	10.46
07/31/02	Federal Express	11.28
07/31/02	Messenger - In House	100.00

Total Costs

382.71

Total Due this Matter

27,438.21

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**ATTACHMENT B
TO FEE APPLICATION
(July 1, 2002 through July 31, 2002)**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
John M. Agnello	Partner – 23 years	\$325	54.80	17,810.00
Melissa E. Flax	Partner – 10 years	\$215	41.30	8,879.50
Justine A. Niccollai	Associate – 6 years	\$160	1.60	256.00

Grand Total:	\$26,945.00
Blended Rate:	

COMPENSATION BY PROJECT CATEGORY

Project Category (Examples)	Total Hours	Total Fees
Asset Analysis		
Asset Disposition		
Business Operations		
Case Administration		
Claims Administration and Objections		
Employee Benefits/Pensions		
Fee/Employment Applications	12.60	2,819.00
Fee/Employment Objections		
Financing		
Litigation	85.10	24,086.00
Plan and Disclosure Statement		
Relief from Stay Proceedings		
Tax Issues		
Valuation		
Other (Explain)		

EXPENSE SUMMARY

Expense Category (Examples)	Service Provider (if applicable)	Total Expenses
Computer Assisted Legal Research		10.46
Facsimile (with rates)		27.00 (\$0.25 per page)
Long Distance Telephone		41.08
In-House Reproduction		45.25 (\$0.25 per page)
Outside Reproduction		
Outside Research		
Filing/Court Fees		
Court Reporting		
Local Travel		
Out-Of-Town Travel airfare car/taxi service hotel		
Courier & Express Carriers (e.g. Federal Express)		11.28
Postage		
Other (Explain) – Additional Staff Time		40.33
Messenger		164.21

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	Chapter 11
)	
W. R. GRACE & CO. et al. ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	

VERIFICATION

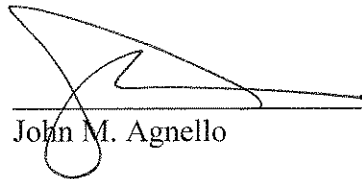
JOHN M. AGNELLO, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein and I am a member in good standing of the bars of the State of New Jersey, the United States District Court for the District of New Jersey, the United States Court of Appeals for the Third Circuit, the State of New York, the United States District Courts for the Southern and Eastern Districts of New York and the Supreme Court of the United States.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G_ C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. I have personally performed certain of, and overseen the legal services rendered by Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein as special litigation and environmental counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

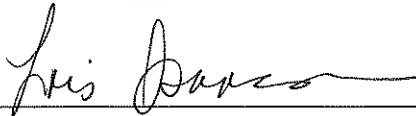
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



John M. Agnello

In the State of New Jersey

SWORN TO AND SUBSCRIBED
before me this 16th day of August, 2002



Notary Public

My Commission Expires:

LOIS ISAACSON
A Notary Public of New Jersey
My Commission Expires 6/19/06